



PHILIP MORRIS

U.S.A.

120 PARK AVENUE, NEW YORK, N.Y. 10017-5592 TELEPHONE (212) 880-5000

June 11, 1996

Mitch Rothschild

Viewer's Edge

Time & Life Building, 43rd Floor
Rockefeller Center
New York, New York 10020

Re: Contract #HMO312-96
Purchase Order #N85616
B&H Williams-Sonoma Cookbooks

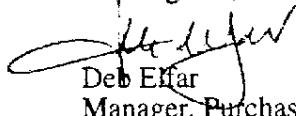
Dear Mitch,

In accordance with the above referenced contract in Section 1, page 2, subsection (c) requiring that Time-Life retain 2,000 sets of these books until June 15 for our exclusive use, we would like to exercise our option to purchase these additional sets of the Williams-Sonoma Grilling and Salads Cookbooks (2). We would like to request an additional 2,000 sets of the two books @ a cost of \$8.62 per book (\$17.24 per set) for a total of \$34,480 to be deducted from the advertising credits' account as outlined in Contract #HMO312-96.

We would like to arrange shipment of these goods as soon as you have received confirmation of our change order noted below. Gerard Cardillo will be issuing a change order for P.O. #N85616 to enable our Fulfillment Center to accept this shipment into our inventory. Please follow the same specifications for case markings as agreed for the initial shipment into Catalog Resources.

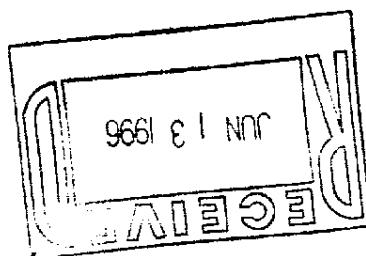
We may need to order additional books, at the same contracted price, as the program concludes. We will be in touch with you once we have defined our specific needs when the orders have been processed. It appears that our consumers find the books very appealing! Thanks much.

Best regards,


Deb Elfar
Manager, Purchasing
Premium Brands

cc: **PM-USA DISTRIBUTION**

F. Alfieri	R. Ferrin
K. Bunte	E. Marini
G. Cardillo	K. Osborne
M. Cavone	R. Schneider
M. Ciraolo	F. Thoooho
B. Colby	B. Turo



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MARLBORO BENSON & HEDGES MERIT VIRGINIA SLIMS PARLIAMENT LIGHTS BASIC CAMBRIDGE ALPINE